

Howard J. Rubin (hrubin@dglaw.com)
Jennifer Tafet Klausner (jklausner@dglaw.com)
Heath J. Rosenthal (hrosenthal@dglaw.com)
DAVIS & GILBERT LLP
1740 Broadway
New York, New York 10019
(212) 468-4800
Attorneys for Petitioners

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOSEPH DI MARTINO, and EUGENE B.
SHANKS, Jr.

Petitioners,

-against-

MARGARET DOOLEY,

Respondent.

No. 08 Civ. 4606 (DC)

**DECLARATION OF
HOWARD J. RUBIN IN
OPPOSITION TO
RESPONDENT'S MOTION TO
COMPEL ARBITRATION AND
IN FURTHER SUPPORT OF
PETITION TO STAY
ARBITRATION**

Howard J. Rubin, Esq., under penalty of perjury and pursuant to 28 U.S.C. §1746 declares as follows:

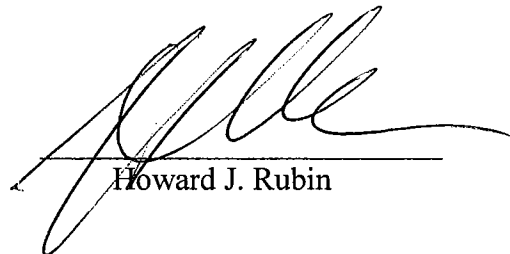
1. I am a member of Davis & Gilbert LLP, counsel for Petitioners Joseph Di Martino and Eugene B. Shanks, Jr. ("Petitioners") in the above-captioned matter.
2. I submit this declaration in further support of Petitioners' motion to stay the arbitration proceeding (the "Arbitration") that Respondent Margaret Dooley ("Dooley" or "Respondent") commenced against them, her former employer, Natixis Capital Markets, Inc. ("Natixis") and Anthony Orsatelli ("Orsatelli") by a Demand for Arbitration (the "Demand") with the American Arbitration Association ("AAA") and in opposition to Respondent's motion to compel the Arbitration as to Petitioners.

3. I represented Natixis in the mediation that Respondent was required to commence prior to arbitrating her dispute concerning payments to her under Natixis' Long-Term Incentive Plan. I was not asked to and did not represent Petitioners or Orsatelli in this mandatory mediation because neither Petitioners nor Orsatelli were named by Respondent in the mediation and they therefore had no role in it.

4. Nobody at this firm involved in the mediation, including me, had any contact whatsoever with either Petitioners or Orsatelli until the Demand for Arbitration was served approximately two months after the mediation was over. There was no reason for me to be in contact with them because Respondent did not name them in the mediation.

5. Moreover, I did not negotiate at all with Respondent on behalf of Petitioners or Orsatelli at any point in time. The settlement terms proposed by both parties at the mediation did not contain any payments or actions on the part of Petitioners or Orsatelli and their names were never even mentioned during the negotiations.

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 19, 2008.



Howard J. Rubin